



Sri Khelari Builders & Construction Pvt. Ltd.

Subham Smaridhi Complex, Visweshraya Nagar, Patna - 801 503

DIRECTORS REPORT

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31, 2016.

FINANCIAL RESULTS:

	2015-16		2014-15	
	(Rs.)		(Rs.)	
Profit/(Loss) before Taxation		12,46,318.28		461952.95
Less : Provision For Current Tax	489670.00		142743.46	
Provision For Deferred Tax	0.00	489670.00	0.00	142743.46
Surplus Carried to Balance Sheet		7,56,648.28		319209.49

DIVIDEND:

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2016.

RESERVES:

The amount of Profit of Rs Nil was transferred to the General Reserve.

RESUME OF PERFORMANCE:

Company achieved the turnover of Rs. 3,85,99,500.00 and a profit of Rs. 7,56,648.28 after current tax during the year 2015-16.

The Directors are hopeful to increase the business in next year.

DEVELOPMENTS:

Your Directors continue their sincere efforts to improve the quality of the Company's services to augment the Company's realisation pattern.

CAPITAL EXPENDITURE:

Capital Expenditure incurred during the year towards tangible assets amounted to Rs. 4,152,531.00

MATERIAL CHANGES AND COMMITMENTS:-

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relates and the date of the report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the year under review.

The details of the investments made by Company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Internal control system aims to provide reasonable assurance with regard to safeguarding of assets from unauthorized use or losses, preventing revenue leakage, recording and providing reliable financial and operational information, complying with various statutory provisions and promoting operational efficiency by cost control.

The Company has in place adequate systems of internal control procedures commensurate with the Company's size and nature of its operations. The Internal Audit Reports of the Company are discussed and reviewed by a qualified and independent Audit Committee of the Board of Directors and the recommendations of the Audit Committee are duly implemented in such reports.

DEPOSITS:

Your Company has not invited any deposits from public / shareholders in accordance with Section 73 and 74 of the Companies Act, 2013 for the financial year ended on March 31, 2016.

TRANSACTIONS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year ended 31st March, 2016 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

AUDIT COMMITTEE:

Your Company has not constituted Audit Committee of the Board considering the fact that the provisions of Section 177 of the Companies Act, 2013 read with rules thereunder are not applicable to the Company.

NOMINATION AND REMUNERATION COMMITTEE:

Your Company has not constituted Nomination and Remuneration Committee of the Board considering the fact that the provisions of Section 178 of the Companies Act, 2013 read with rules thereunder are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVE:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions under Section 135 of the Companies Act, 2013 read with Rules thereunder are not applicable to the Company for the year under review. Thus, the Company has not made any contribution towards Corporate Social Responsibility activities.

SUBSIDIARY/ASSOCIATES/JOINT VENTURE COMPANIES:

The Company does not have any subsidiary/associate/joint venture company for the year ended 31st March, 2016.

SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as on March 31, 2016 was Rs. **1.00 Lakhs**. There was no change in the Authorised or Paid-up Capital/Subscribed Capital during FY 2015-16.

i. **Issue of equity shares with differential rights**

The Company did not issue equity shares with differential rights during the financial year 2015-16.

ii. **Issue of sweat equity shares**

The Company did not issue sweat equity shares during the financial year 2015-16.

iii. **Issue of employee stock options**

The Company did not issue stock options during the financial year 2015-16.

iv. **Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company does not have a scheme for purchase of its own shares by employees or by trustees for the benefit of employees.

FINANCE:

Cash and cash equivalents as at March 31, 2016 was Rs. **9,95,516.70**. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

DETAILS OF BOARD MEETINGS:

During the year under review, **7** Board meetings were held, details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Date of the meeting	No. of Directors attended the meeting
12th June, 2015	2
28th July, 2015	2
04th September, 2015	2
30th September, 2015	2
12th October, 2015	2
21st January, 2016	2
24th Marh, 2016	2

EXTRACT OF ANNUAL RETURN:

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12 (1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is given in "**Annexure**" in the prescribed Form MGT-9, which forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

1. in the preparation of the Annual Accounts for the year ended 31st March, 2016, applicable accounting standards have been followed and there have been no material departures requiring further explanation;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period as also certified by the Statutory Auditors of the Company;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts of the Company for the year ended 31st March, 2016 have been prepared on a going concern basis;
5. the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company;

- b. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

DIRECTORS:

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. There has been no appointment/resignation of Director during the year ended 31st March, 2016.

In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company has a well drafted Remuneration policy in place as is required under the provisions of Section 178(3) of the Companies Act, 2013. The Brief particulars of the policy are produced hereunder:

❖ Terms of reference:

The terms of reference of the Remuneration Committee, inter alia, consists of reviewing the overall compensation policy, service agreements, performance incentive and other employment conditions of Board Member(s). The recommendations of the Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders, wherever necessary.

❖ Remuneration payable to Non-Executive Directors:

None of the Non-Executive Directors are entitled to any remuneration. The Non-Executive Independent Directors of the Company do not have any other material pecuniary relationships or transactions with the Company or its directors, senior management, subsidiary or associate, other than in normal course of business.

DISCLOSURES:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Companies (Appointment & Remuneration) Rules 2014 in respect of Conservation of Energy, Research and Development, Technology Absorption, Adaptation and Innovation and Foreign Exchange earnings and outgo have not been furnished considering the nature of activities undertaken by the company during the year under review.

AUDITORS:

M/s. RAVI SHANKAR KUMAR & CO. (Firm Registration No. 015028C), Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with the limits specified in Section 139 read with Section 141 of the Companies Act, 2013. You are requested to consider their appointment.

AUDITOR'S REPORT:

M/s. RAVI SHANKAR KUMAR & CO. (Firm Registration No. 015028C), Chartered Accountants and Statutory Auditors of the Company, have submitted their Report under Section 143 of the Companies Act, 2013 read with rules thereunder and the comments made by them in their Report have been adequately dealt with in the relative Notes to the Financial Statements which are self explanatory.

VIGIL MECHANISM/WHISTLE BLOWING POLICY:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

PRESENTATION OF FINANCIAL STATEMENTS:

The financial statements of the Company for the year ended 31 March 2016 have been disclosed as per Schedule III to the Companies Act, 2013.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

ACCOUNTING POLICIES AND PROCEDURES:

The Significant accounting policies as narrated in the Notes to the Financial Statements is in conformity with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to under Section 129 & 133 of the Companies Act, 2013, as applicable to the Company have been followed as usual in the course of preparing and presenting these Accounts.

APPRECIATION:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place: Patna

Dated: 24th August, 2016

For & on behalf of For & on behalf of the Board of

SRI KHELARI BUILDERS AND CONSTRUCTION
& CONSTRUCTION PRIVATE LIMITED

Suman Kumar

Managing Director / Director

(SUMAN KUMAR)

Director

DIN- 01979622

For & on behalf of

SRI KHELARI BUILDERS
& CONSTRUCTION PRIVATE LIMITED

लालन प्रसाद सिंह

(LALAN PRASAD SINGH) / Director

Director

DIN- 02015333